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FEDERAL COMMUNICATIONS COMMISSION  
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**REDACTED - FOR PUBLIC INSPECTION**

November 5, 2002

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

**Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

This letter provides notice for the public record that counsel to Comcast Corporation ("Comcast") and AT&T Corp. ("AT&T") filed today certain confidential material under seal and subject to the Protective Order, DA 02-734, in the above-referenced docket.

The confidential material filed under seal provides information about Comcast's and AT&T's affiliated regional sports networks, as requested by Commission staff. The unredacted, confidential version of this filing is being hand delivered to you, as well as to Roger Holberg and Linda Senecal of the Media Bureau, as required by the Protective Order. The confidential version will be made available for inspection pursuant to the terms of the Protective Order at the office of Davis Polk and Wardwell, 1300 Eye Street NW, Washington, DC 20005. Arrangements may be made by contacting the undersigned at 202-777-7700.

Two copies of the filing, as redacted, are submitted herewith pursuant to the Protective Order. If you have any questions or require further information, please do not hesitate to contact me.

Sincerely,



A. Renée Callahan

cc: Roger Holberg  
Linda Senecal

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**Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

As requested by the Commission staff, AT&T Corp. (“AT&T”) and Comcast Corporation (“Comcast”) hereby provide the following information about their affiliated regional sports networks. AT&T and Comcast are attributed with ownership interests in four regional sports networks. Specifically, AT&T owns a 50% interest in Fox Sports New England, although that network is managed by Fox. Comcast owns controlling interests in Comcast SportsNet Mid-Atlantic, Comcast SportsNet (Philadelphia), and Comcast Sports Southeast (in which Charter Communications also holds an interest).<sup>1</sup>

Below, Applicants provide the geographic markets served by their affiliated regional sports networks, the total number of subscribers that receive such networks, and the number of those subscribers that receive the networks through cable systems owned by AT&T and Comcast.

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<sup>1</sup> All of these affiliated regional sports networks, except for Comcast SportsNet (Philadelphia), are delivered by satellite and subject to the program access rules. Comcast SportsNet (Philadelphia) is not subject to the program access rules, but Comcast, nonetheless, makes it available to all of the entities listed in Attachment 4 to the Applicants’ July 2 submission (filed under the confidentiality provisions of the Protective Order).

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**Fox Sports New England**

*Service Area:* Maine, Massachusetts, New Hampshire, Rhode Island, Vermont and selected counties in Connecticut ( [REDACTED] ).

*Subscribers:*

*Total Subscribers:* [REDACTED]  
*Current Number of Subscribers Served by AT&T Broadband Systems:* [REDACTED]<sup>2</sup>  
*Current Number of Subscribers Served by Comcast Systems:* [REDACTED]  
*Current Percentage of Total Subscribers Served by AT&T Broadband Systems:* 45.5%  
*Current Percentage of Total Subscribers Served by Comcast Systems:* 3.7%  
*Post-Merger Percentage of Total Subscribers Served by AT&T Comcast Systems:* 49.2%  
*Increase in Percentage of Subscribers Served as Result of Merger:* 3.7%

**Comcast SportsNet Mid-Atlantic**

*Service Area:* Maryland, Virginia, Delaware, and the District of Columbia, and parts of Pennsylvania ( [REDACTED] ) and West Virginia ( [REDACTED] ).

*Subscribers:*

*Total Subscribers:* [REDACTED]  
*Current Number of Subscribers Served by AT&T Broadband Systems:* [REDACTED]<sup>3</sup>  
*Current Number of Subscribers Served by Comcast Systems:* [REDACTED]  
*Current Percentage of Total Subscribers Served by AT&T Broadband Systems:* 3.4%  
*Current Percentage of Total Subscribers Served by Comcast Systems:* 40.5%  
*Post-Merger Percentage of Total Subscribers Served by AT&T Comcast Systems:* 43.9%  
*Increase in Percentage of Subscribers Served as Result of Merger:* 3.4%

**Comcast SportsNet (Philadelphia)**

*Service Area:* Pennsylvania, Southern New Jersey, and Delaware ( [REDACTED] ).

*Subscribers:*

*Total Subscribers:* [REDACTED]  
*Current Number of Subscribers Sewed by AT&T Broadband Systems:* [REDACTED]<sup>4</sup>

<sup>2</sup> These numbers pertain only to AT&T Broadband's owned and operated systems. There are no AT&T non-consolidated systems in this market.

<sup>3</sup> These numbers include subscribers of a non-consolidated partnership.

<sup>4</sup> These numbers pertain only to AT&T Broadband's owned and operated systems. There are no AT&T non-consolidated systems in this market.

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*Current Number of Subscribers Served by Comcast Systems:* [REDACTED]  
*Current Percentage of Total Subscribers Served by AT&T Broadband Systems:* 0.0%  
*Current Percentage of Total Subscribers Served by Comcast Systems:* 75.0%  
*Post-Merger Percentage of Total Subscribers Served by AT&T Comcast Systems:* 75.0%  
*Increase in Percentage of Subscribers Served as Result of Merger:* 0.0%

**Comcast Sports Southeast**

*Service Area:* Alabama, Arkansas ([REDACTED]), Florida, Georgia, Kentucky ([REDACTED]), Louisiana, Mississippi, North Carolina ([REDACTED]), South Carolina ([REDACTED]), T[REDACTED] Virginia [REDACTED] West Virginia

**Subscribers:**

*Total Subscribers:* [REDACTED]  
*Current Number of Subscribers Served by AT&T Broadband Systems:* [REDACTED]<sup>5</sup>  
*Current Number of Subscribers Served by Comcast Systems:* [REDACTED]  
*Current Percentage of Total Subscribers Served by AT&T Broadband Systems:* 0.0%  
*Current Percentage of Total Subscribers Served by Comcast Systems:* **57.6%**  
*Post-merger Percentage of Total Subscribers Served by AT&T Comcast systems:* 57.6%  
*Increase in Percentage of Subscribers Served as Result of Merger:* 0.0%

In each of the above cases, the percentages given may actually overstate Applicants' share of the relevant market because of the presence of MVPDs that have access to, but choose not to carry, the sports programming service. Sports network owners would presumably regard those additional MVPDs as potential future customers for the service and would therefore need to factor them in to any analysis of the trade-offs between terrestrial and satellite delivery.

If you have any questions please contact us.

Respectfully submitted,

*Betsy J. Brady*

Betsy J. Brady  
Vice President, Federal Government Affairs  
AT&T Corp.

*James R. Coltharp*

James R. Coltharp  
Senior Director, Public Policy  
Comcast Corporation

<sup>5</sup> [REDACTED]